

EXHIBIT A:

REVISED PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
W.R. GRACE & CO., <u>et al.</u> ,)	Chapter 11
Reorganized Debtors.)	Case No. 01-1139 (KJC)

**ORDER GRANTING FOURTH QUARTERLY AND FINAL FEE APPLICATION OF
ORRICK, HERRINGTON & SUTCLIFFE LLP AS BANKRUPTCY CO-COUNSEL TO
DAVID T. AUSTERN, FORMER ASBESTOS PI FUTURE CLAIMANTS'
REPRESENTATIVE, AND ROGER FRANKEL, SUCCESSOR ASBESTOS PI FUTURE
CLAIMANTS' REPRESENTATIVE, FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL AND
NECESSARY EXPENSES INCURRED FOR THE FOURTH QUARTERLY PERIOD
FROM JANUARY 1, 2014 THROUGH FEBRUARY 3, 2014 AND THE FINAL FEE
PERIOD FROM FEBRUARY 6, 2006 THROUGH FEBRUARY 3, 2014**

Orrick, Herrington & Sutcliffe LLP ("Orrick"), bankruptcy co-counsel to David T. Austern, former Asbestos PI Future Claimants' Representative ("Former FCR"), and Roger Frankel, successor Asbestos PI Future Claimants' Representative ("Successor FCR"), appointed in the above-captioned cases, filed a combined fourth quarterly and final fee application for allowance of compensation and reimbursement of expenses for the fourth quarterly period from January 1, 2014 through February 3, 2014 and for the final fee period from February 6, 2006 through February 3, 2014 (collectively, the "Final Fee Application"). The Court has reviewed the Final Fee Application and finds that:

- (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334;
- (b) notice of the Final Fee Application, and any hearing on the Final Fee Application, was adequate under the circumstances;

(c) all persons with standing have been afforded the opportunity to be heard on the Final Fee Application.

Accordingly, it is hereby

ORDERED that the Final Fee Application is GRANTED on a final basis in the amount of \$27,004,456.50 in fees and \$2,155,182.43¹ in expenses, for a total award of \$29,159,638.93 for services rendered and expenses incurred by Orrick for the period from February 6, 2006 through February 3, 2014.

Dated: _____, 2014

Honorable Kevin J. Carey
United States Bankruptcy Judge

¹ As requested by Fee Auditor, this amount reflects a reduction of \$13,708.90 in expenses sought in the Final Fee Application.